

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

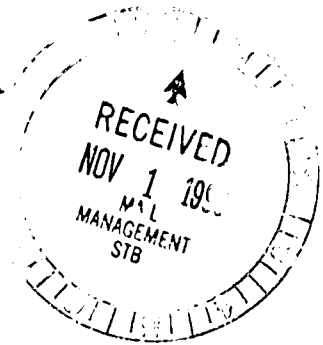
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MARY P. SCLAWY
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E-Mail: MSclawy@hopsut.com

October 25, 1999

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

RECORDATION NO. 16401-E FILED

NOV 10 '99

12-00PM

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Second Notice of Renumbering of Leased Locomotive Units, dated October 2, 1999 and executed by Grand Trunk Western Railroad Incorporated pursuant to a Reconstruction and Conditional Sale Agreement, dated as of June 1, 1989 ("RCSA") and a Lease of Railroad Equipment, dated as of June 1, 1989 (the "Lease").

The units covered by this notice are 21 diesel electric locomotives, with original numbers and new numbers as shown on Schedule A to the Second Notice of Renumbering, copy attached to this letter.

The RCSA and Lease were recorded with the ICC on June 22, 1989 and assigned recordation numbers 16401 and 16401-A, respectively.

The parties to the RCSA and Lease are:

Vendor: Grand Trunk Western Railroad Company, *predecessor in interest to* Grand Trunk Western Railroad Incorporated

Vendee: Teco Investments, Inc.

Secretary
October 25, 1999
Page 2

Agent: Mercantile-Safe Deposit and Trust Company, *predecessor in interest to* The Bank of New York

Lessor: Teco Investments, Inc.

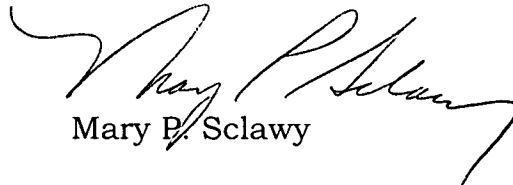
Lessee: Grand Trunk Western Railroad Company, *predecessor in interest to* Grand Trunk Western Railroad Incorporated

Enclosed is our check in the amount of \$26.

Please accept one counterpart of this document for filing as a secondary document, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

C: John A. N. Lamont
GT file reference: CA 7539

Enclosure

Schedule A to Second Notice of Renumbering

**Rolling Stock Type: Diesel electric locomotives manufactured by the
Electromotive Division of General Motors Corporation.**

#	Original Lease			Current Lease	
	Mark & Number of all Units			Mark & Number of all Units	
1	GTW	4600		GTW	4600
2	GTW	4601		GTW	4601
3	GTW	4602		GTW	4602
4	GTW	4603		GTW	4603
5	GTW	4604		GTW	4604
6	GTW	4605		GTW	4605
7	GTW	4606		GTW	4606
8	GTW	4607		GTW	4607
9	GTW	4608		GTW	4608
10	GTW	5807	**	CV	4999
11	GTW	5844		GTW	5844
12	GTW	5845		GTW	5845
13	GTW	5846		GTW	5846
14	GTW	5847		GTW	5847
15	GTW	5848		GTW	5848
16	GTW	5849		GTW	5849
17	GTW	5917		GTW	5917
18	GTW	5920		GTW	5920
19	GTW	6416		GTW	6416
20	GTW	6418		GTW	6418
21	GTW	6419		GTW	6419

* A locomotive that has been renumbered from original Lease number.

** A locomotive that has been renumbered more than one time from original Lease number.

RECORDATION NO. **16401-E** FILED
NOV 10 '99 12-00PM

**SECOND NOTICE OF RENUMBERING
OF LEASED LOCOMOTIVE UNITS**

WHEREAS *Mercantile-Safe Deposit and Trust Company (predecessor-in-interest to The Bank of New York) as agent, Grand Trunk Western Railroad Company (predecessor-in-interest to Grand Trunk Western Railroad Incorporated) as builder ("GTW") and Teco Investments, Inc. as vendee ("Teco") entered into a Reconstruction and Conditional Sale Agreement dated as of June 1, 1989, as amended, (the "RCSA") covering the acquisition and reconstruction of 21 locomotives;*

WHEREAS *GTW as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of June 1, 1989 (the "Lease"), with Teco as lessor, covering the 21 locomotives acquired and reconstructed pursuant to the RCSA;*

WHEREAS *the RCSA and the Lease were recorded with:*

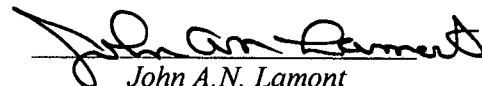
- 1) *The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on June 22, 1989 at 1:25 P.M. and assigned recordation numbers 16401 and 16401-A, respectively; and*
- 2) *The Office of the Registrar General of Canada, pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act), on June 22, 1989 at 10:15 A.M.*

NOW THEREFORE, TAKE NOTICE THAT *a) pursuant to the terms of the RCSA and the Lease, the Lessee has renumbered certain of the locomotives subject to the RCSA and the Lease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Lessee shall cause this Second Notice of Renumbering to be filed at x) the Surface Transportation Board and y) the Office of the Registrar General of Canada.*

IN WITNESS WHEREOF, this Second Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 2nd day of October 1999.

**GRAND TRUNK WESTERN RAILROAD
INCORPORATED as lessee**

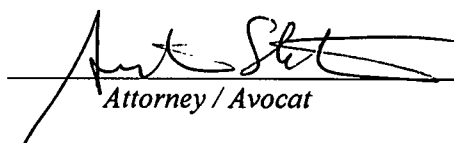
By:


John A.N. Lamont

GTW File Reference: CA 7539

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 5th day of October, 1999, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney / Avocat

Bar #: 194066-0

Schedule A to Second Notice of Renumbering

Rolling Stock Type: Diesel electric locomotives manufactured by the
Electromotive Division of General Motors Corporation.

#	Original Lease Mark & Number of all Units			Current Lease Mark & Number of all Units	
1	GTW	4600		GTW	4600
2	GTW	4601		GTW	4601
3	GTW	4602		GTW	4602
4	GTW	4603		GTW	4603
5	GTW	4604		GTW	4604
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20	GTW	6418		GTW	6418
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